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*[Proposed] Co-Lead Counsel for Plaintiffs and
 Counsel for Plaintiffs Philip Ricciardi, Ernesto Espinoza,
 and The City of Birmingham Retirement and Relief System*

UNITED STATES DISTRICT COURT

NORTHERN DISTRICT OF CALIFORNIA

PHILIP RICCIARDI, Derivatively on Behalf of)
 HEWLETT-PACKARD COMPANY,)

Plaintiff,)

v.)

MICHAEL R. LYNCH, LÉO APOTHEKER,)
 MARGARET C. WHITMAN, CATHERINE A.)
 LESJAK, G. KENNEDY THOMPSON, RAJIV)
 L. GUPTA, SHUMEET BANERJI, GARY M.)
 REINER, JOHN H. HAMMERGREN, MARC)
 L. ANDREESSEN, RAYMOND J. LANE,)
 PATRICIA F. RUSSO, ANN M.)
 LIVERMORE, RALPH V. WHITWORTH,)
 SHANE V. ROBISON, LAWRENCE T.)
 BABBIO, JR., SARI M. BALDAUF,)
 DOMINIQUE SENEQUIER, DELOITTE LLP,)
 KPMG LLP, PERELLA WEINBERG)
 PARTNERS UK LLP, and BARCLAYS)
 CAPITAL,)

Defendants,)

-and-)

HEWLET-PACKARD COMPANY, a)
 Delaware corporation,)

Nominal Defendant.)

Lead Case No. 3:12-cv-06003-CRB

DECLARATION OF SHANE P.
 SANDERS IN SUPPORT OF
 OPPOSITION OF PLAINTIFFS PHILIP
 RICCIARDI, ERNESTO ESPINOZA,
 AND THE CITY OF BIRMINGHAM
 RETIREMENT AND RELIEF SYSTEM
 TO THE MOTION OF PLAINTIFFS
 STANLEY MORRICAL, ANDREA
 BASCHERI, JIM CHUNG, AND JOSEPH
 TOLA TO CONSOLIDATE RELATED
 ACTIONS APPOINT LEAD PLAINTIFF,
 AND APPROVAL OF LEADERSHIP
 STRUCTURE

Judge: Hon. Charles R. Breyer
 Courtroom: 6, 17th Floor
 Date Action Filed: November 26, 2012
 Hearing Date: March 1, 2013
 Hearing Time: 10:00 a.m.

[Caption continued on following page.]

DECLARATION OF SHANE P. SANDERS

1 ERNESTO ESPINOZA, Derivatively on Behalf
2 of HEWLETT-PACKARD COMPANY,

3 Plaintiff,

4 v.

5 MICHAEL R. LYNCH, LÉO APOTHEKER,
6 MARGARET C. WHITMAN, CATHERINE A.
7 LESJAK, JAMES T. MURRIN, G. KENNEDY
8 THOMPSON, RAJIV L. GUPTA, SHUMEET
9 BANERJI, GARY M. REINER, JOHN H.
10 HAMMERGREN, MARC L. ANDREESSEN,
11 RAYMOND J. LANE, PATRICIA F. RUSSO,
12 ANN M. LIVERMORE, RALPH V.
13 WHITWORTH, SHANE V. ROBISON,
14 LAWRENCE T. BABBITT, JR., SARI M.
15 BALDAUF, DOMINIQUE SENEQUIER,
16 DELOITTE LLP, KPMG LLP, PERELLA
17 WEINBERG PARTNERS UK LLP, and
18 BARCLAYS CAPITAL,

19 Defendants,

20 -and-

21 HEWLETT-PACKARD COMPANY, a
22 Delaware corporation,

23 Nominal Defendant.

24 [Caption continued on following page.]

Case No. 3:12-cv-06025-CRB

Judge: Hon. Charles R. Breyer

Courtroom: 6, 17th Floor

Date Action Filed: November 27, 2012

DECLARATION OF SHANE P. SANDERS

Plaintiffs,

LÉO APOTHEKER; MICHAEL R. LYNCH;
SHANE V. ROBISON; CATHERINE A.
LESJA; MARC L. ANDREESSEN;
SHUMEET BANERJI; RAJIV L. GUPTA;
JOHN H. HAMMERGREN; RAYMOND J.
LANE; ANN M. LIVERMORE; GARY M.
REINER; PATRICIA F. RUSSO; G.
KENNEDY THOMPSON; MARGARET C.
WHITMAN; RALPH V. WHITWORTH;
LAWRENCE T. BABBIO, JR.; DOMINIQUE
SENEQUIER; KPMG LLP; DELOITTE LLP;
and DOES 1 through 20, inclusive,

Defendants,

-and-

HEWLETT-PACKARD COMPANY,

Nominal Defendant.

Judge: Hon. Charles R. Breyer
Courtroom: 6, 17th Floor
Date Action Filed: November 30, 2012

[Caption continued on following page.]

Case Nos. 3:12-cv-06003-CRB; 3:12-cv-06025-CRB; 3:12-cv-06091-CRB; 3:12-cv-06123-CRB; 3:12-cv-06416-CRB; 3:12-cv-06423-CRB; 3:12-cv-06434-CRB

MARTIN BERTISCH, derivatively on Behalf
of HEWLETT-PACKARD COMPANY,

Plaintiff,

v.

LÉO APOTHEKER, CATHERINE A.
LESJAK, MARC L. ANDREESSEN,
LAWRENCE T. BABBIO, JR., SARI M.
BALDAUF, SHUMEET BANERJI, RAJIV L.
GUPTA, JOHN H. HAMMERGREN,
RAYMOND J. LANE, ANN M. LIVERMORE,
GARY M. REINER, PATRICIA F. RUSSO,
DOMINIQUE SENEQUIER, G. KENNEDY
THOMPSON, MARGARET C. WHITMAN,
RALPH V. WHITWORTH, MICHAEL R.
LYNCH, JAMES T. MURRIN, SHANE V.
ROBISON, KPMG LLP, PERELLA
WEINBERG, and BARCLAYS CAPITAL,

Defendants,

-and-

HEWLETT-PACKARD COMPANY, a
Delaware corporation,

Nominal Defendant.

Case No. 3:12-cv-06123-CRB

Judge: Hon. Charles R. Breyer

Courtroom: 6, 17th Floor

Date Action Filed: December 3, 2012

[Caption continued on following page.]

DECLARATION OF SHANE P. SANDERS

THE CITY OF BIRMINGHAM
RETIREMENT AND RELIEF SYSTEM,
Derivatively and on Behalf of HEWLETT-
PACKARD COMPANY,

Plaintiff,

v.

LEO APOTHEKER, MICHAEL LYNCH,
CATHERINE A. LESJACK, JAMES
MURRIN, SHANE ROBISON, MARC
ANDREESEN, SHUMEET BANDERJI,
RAJIV GUPTA, JOHN HAMMERGREN,
RAYMOND LANE, ANN LIVERMORE,
GARY REINER PATRICIA RUSSO, G.
KENNEDY THOMSPSON, MARGARET
WHITMAN, RALPH WHITWORTH, SARI
BALDAUF, DOMINIQUE SENEQUIER,
LAWRENCE BABBIO, JR., DELOITTE LLP,
PERELLA WEINBERG PARTNERS UK LLP,
and BARCLAYS CAPITAL,

Defendants,

and

HEWLETT-PACKARD COMPANY,

Nominal Defendant.

Case No. 3:12-cv-06416-CRB

Judge: Hon. Charles R. Breyer

Courtroom: 6, 17th Floor

Date Action Filed: December 18, 2012

[Caption continued on following page.]

DECLARATION OF SHANE P. SANDERS

JOSEPH TOLA, Derivatively on Behalf of
HEWLETT-PACKARD COMPANY,

Plaintiff,

v.

MICHAEL R. LYNCH, LÉO APOTHEKER,
MARGARET C. WHITMAN, CATHERINE A.
LESJAK, JAMES T. MURRIN, G. KENNEDY
THOMPSON, RAJIV L. GUPTA, SHUMEET
BANERJI, GARY M. REINER, JOHN H.
HAMMERGREN, MARC L. ANDREESSEN,
RAYMOND J. LANE, PATRICIA F. RUSSO,
ANN M. LIVERMORE, RALPH V.
WHITWORTH, SHANE V. ROBISON,
LAWRENCE T. BABBITT, JR., SARI M.
BALDAUF, DOMINIQUE SENEQUIER,
DELOITTE LLP, KPMG LLP, PERELLA
WEINBERG PARTNERS UK LLP, and
BARCLAYS CAPITAL SECURITIES LTD.,

Defendants,

-and-

HEWLETT-PACKARD COMPANY, a
Delaware corporation,

Nominal Defendant.

[Caption continued on following page.]

Case No. 3:12-cv-06423-CRB

Judge: Hon. Charles R. Breyer

Courtroom: 6, 17th Floor

Date Action Filed: December 18, 2012

DECLARATION OF SHANE P. SANDERS

STANLEY MORRICAL,

Plaintiff,

V.

MARGARET C. WHITMAN; LÉO
APOTHEKER; RAYMOND J. LANE; MARC
L. ANDREESSEN; SHUMEET BANERJI;
RAJIV L. GUPTA; JOHN H.
HAMMERGREN; ANN M. LIVERMORE;
GARY M. REINER; PATRICIA F. RUSSO;
G. KENNEDY THOMPSON; RALPH V.
WHITWORTH; LAWRENCE T. BABBIO,
JR.; SARI. M. BALDAUF; DOMINIQUE
SENEQUIER; BARCLAYS INVESTMENT
BANK; PERELLA WEINBERG PARTNERS
LP; and KPMG LLP

Defendants,

-and-

HEWLETT-PACKARD COMPANY.

Nominal Defendant.

Case No. 3:12-cv-06434-CRB

Judge: Hon. Charles R. Breyer

Courtroom: 6, 17th Floor

Date Action Filed: December 19, 2012

DECLARATION OF SHANE P. SANDERS

1 I, SHANE P. SANDERS, hereby declare as follows:

2 1. I am an attorney duly licensed to practice before all of the courts of the State of
3 California and this Court. I am an attorney with the law firm Robbins Arroyo LLP ("Robbins
4 Arroyo"), counsel for plaintiffs Philip Ricciardi, Ernesto Espinoza, and The City of Birmingham
5 Retirement and Relief System (the "Birmingham Plaintiffs") in the above-entitled action. I
6 submit this declaration in support of the Birmingham Plaintiffs' Opposition to Plaintiffs Stanley
7 Morrical, Andrea Bascheri, Jim Chung, and Joseph Tola's Motion to Consolidate Related
8 Actions, Appoint Lead Plaintiff, and Approval of Leadership Structure for plaintiffs' counsel. I
9 have knowledge of the matters stated herein and, if called upon, I could and would competently
10 testify thereto.

11 2. Since January 10, 2013, when Robbins Arroyo merged its draft consolidation
12 stipulation with Cotchett, Pitre & McCarthy, LLP's ("CPM") duplicative competing draft and
13 circulated the joint draft to all plaintiffs' counsel, CPM has repeatedly worked to exclude other
14 plaintiffs' counsel from communications with the defendants regarding the stipulation. Despite
15 CPM's wasteful efforts in preparing a second stipulation, in the interests of cooperation and
16 efficiency, the Birmingham Plaintiffs' counsel agreed to cede responsibility for securing final
17 approval of the stipulation to CPM. Unfortunately, the effort has not come to closure and, since
18 CPM took over responsibility for the final execution of the stipulation almost four weeks ago, the
19 stipulation still remains unsigned and unfiled. The Birmingham Plaintiffs' counsel have
20 requested repeatedly over the last four weeks that CPM copy the other plaintiffs' counsel on any
21 communications with defendants regarding the consolidation stipulation. CPM, however, has
22 steadfastly refused to do so.

23 3. Robbins Arroyo was Co-Lead Counsel for the state derivative plaintiffs in *In re*
24 *Apple Computer, Inc., Derivative Litig.*, No. 1:06CV066692 (Cal. Super. Ct. – San Diego Cnty.
25 filed July 5, 2006), and helped secure a \$14 million recovery for the company and additional
26

1 corporate therapeutics in connection with a global settlement of the state and federal derivative
2 actions.

3 4. In the shareholder derivative action brought on behalf of Oracle Corporation,
4 captioned *Ozaki v. Ellison*, No. C-11-04493-RS (N.D. Cal. filed Sept. 8, 2011), Robbins Arroyo
5 currently represents the plaintiff in the demand-refused derivative action brought on behalf of the
6 company and, during the settlement phase of that case, has been equal partners with CPM (who
7 has the demand futility case) in vigorously negotiating toward a beneficial settlement for the
8 company and its shareholders.

9 5. Robbins Arroyo is counsel for the plaintiff in the demand-refused derivative case
10 brought on behalf of Career Education Corporation, captioned *Alex v. McCullough*, No. 1:12-
11 CV-08834 (N.D. Ill. filed Nov. 5, 2011). In that case, Robbins Arroyo has taken the lead in
12 global mediation sessions, supplied the settlement demand that has provided the framework for
13 continuing settlement discussions, and is negotiating a potential out-of-court resolution of the
14 related derivative cases.

15 6. On January 8, 2013, Joseph White and Lester Hooker of Saxena White P.A.
16 ("Saxena White") and I participated in a conference call with counsel for the other plaintiffs in
17 the related actions concerning the organization of the cases and the possibility of an agreed-to
18 leadership structure. On the call, the Birmingham Plaintiffs' counsel expressed their position that
19 it made sense to appoint lead counsel, and that, given The City of Birmingham Retirement and
20 Relief System's significant financial stake and the fact that the Birmingham Plaintiffs had
21 developed the theory of the case as the first-filed plaintiffs, they believed that the Birmingham
22 Plaintiffs' counsel were the most appropriate choice for lead counsel in this case. CPM indicated
23 that it believed it should be lead counsel and that it would also seek appointment of a steering
24 committee of other plaintiffs' counsel. Because of concerns expressed by courts about the
25 needless inefficiencies created by unwieldy leadership structures comprised of a large number of
26 firms, the fact that a steering committee is unnecessary where (as here) all plaintiffs have the

1 same interest in prosecuting the claims (which the *Manual for Complex Litigation*
2 acknowledges), and the fact that such structures are not necessary to ensure the participation and
3 input of all plaintiffs' counsel, the Birmingham Plaintiffs' counsel indicated that it could not
4 commit to seeking appointment of a steering committee. Nonetheless, the Birmingham Plaintiffs
5 made clear, as they have throughout this litigation (including in discussions with lawyers at
6 Johnson & Weaver, LLP and Bottini & Bottini, Inc. prior to the January 8, 2013 call), that they
7 have every intention of inviting and considering input from all plaintiffs' counsel in order to
8 ensure that the derivative claims are vigorously prosecuted in the best interests of Hewlett-
9 Packard Company.

10 7. On February 8, 2013, Felipe J. Arroyo, a partner at Robbins Arroyo, attempted to
11 contact Shimon Yiftach of Bronstein, Gewirtz, & Grossman, LLC, counsel for plaintiff Senta
12 Weissmann, who filed a factually-related shareholder derivative action in *Weissmann v.*
13 *Apotheker*, No. C-13-0557-EDL, filed in this Court on February 7, 2013. Unable to reach Mr.
14 Yiftach, Mr. Arroyo left him a voicemail and asked Mr. Yiftach for a return call to discuss
15 consolidation of the related actions and coordinating a leadership structure.

16 I declare under penalty of perjury under the laws of the United States of America that the
17 foregoing is true and correct. Executed this 8th day of February, 2013, at San Diego, California.

18
19 /s/ Shane P. Sanders
SHANE P. SANDERS

CERTIFICATE OF SERVICE

I hereby certify that on February 8, 2013, I electronically filed the foregoing with the Clerk of the Court using the CM/ECF system which will send notification of such filing to the e-mail addresses denoted on the attached Electronic Mail Notice Lists, and I hereby certify that I have mailed the foregoing document via the United States Postal Service to the non-CM/ECF participants indicated on the attached Manual Notice Lists.

/s/ Shane P. Sanders

SHANE P. SANDERS

836175

- 4 -

DECLARATION OF SHANE P. SANDERS

Case Nos. 3:12-cv-06003-CRB; 3:12-cv-06025-CRB; 3:12-cv-06091-CRB; 3:12-cv-06123-CRB; 3:12-cv-06416-CRB; 3:12-cv-06423-CRB; 3:12-cv-06434-CRB

Mailing Information for a Case 3:12-cv-06003-CRB

Electronic Mail Notice List

The following are those who are currently on the list to receive e-mail notices for this case.

- **Felipe Javier Arroyo**
farroyo@robbinsarroyo.com,notice@robbinsarroyo.com
- **Daniel Lawrence Baxter**
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- **Jeffrey Michael Kaban**
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- **Shane Palmesano Sanders**
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- **Marc J. Sonnenfeld**
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- **Jeffrey Michael Walker**

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- **Matthew S. Weiler**
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Manual Notice List

The following is the list of attorneys who are **not** on the list to receive e-mail notices for this case (who therefore require manual noticing). You may wish to use your mouse to select and copy this list into your word processing program in order to create notices or labels for these recipients.

- (No manual recipients)

Mailing Information for a Case 3:12-cv-06025-CRB

Electronic Mail Notice List

The following are those who are currently on the list to receive e-mail notices for this case.

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- **Steven M Farina**
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- **Jeffrey Michael Kaban**
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- **Kimberly Alexander Kane**
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- **Kevin S. Kim**
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- **Sarah Lynn Lochner**
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- **Stephen Cassidy Neal**
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- **Shane Palmesano Sanders**
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- **Jeffrey Michael Walker**
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- **Matthew S. Weiler**
mweiler@morganlewis.com,eyemoto@morganlewis.com

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Mailing Information for a Case 3:12-cv-06091-CRB

Electronic Mail Notice List

The following are those who are currently on the list to receive e-mail notices for this case.

- **Francis A. Bottini , Jr**
fbottini@bottinilaw.com,sammirati@bottinilaw.com
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- **John C. Dwyer**
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- **Katherine Leigh Henderson**
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- **Jeffrey Michael Kaban**
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- **Bryan Jacob Ketrosier**
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- **Mark Cotton Molumphy**
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- **Stephen Cassidy Neal**
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- **Shane Palmesano Sanders**
ssanders@robbinsarroyo.com,athompson@robbinsarroyo.com
- **Steven Mark Schatz**
sschatz@wsgr.com
- **Jeffrey Michael Walker**
jwalker@cooley.com

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Mailing Information for a Case 3:12-cv-06123-CRB

Electronic Mail Notice List

The following are those who are currently on the list to receive e-mail notices for this case.

- **Brian Danitz**
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- **John C. Dwyer**
dwyrjc@cooley.com,jkaban@cooley.com,giovannonib@cooley.com,sjoiner@cooley.com
- **Joseph Edward Floren**
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- **Katherine Leigh Henderson**
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- **Frank James Johnson**
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- **Jeffrey Michael Kaban**
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- **Bryan Jacob Ketrosier**
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- **Mark Cotton Molumphy**
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- **Shane Palmesano Sanders**
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- **Steven Mark Schatz**
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- **Marc J. Sonnenfeld**
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- **Jeffrey Michael Walker**
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- **Brett Michael Weaver**
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- **Matthew S. Weiler**
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Mailing Information for a Case 3:12-cv-06416-CRB

Electronic Mail Notice List

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- **Joseph Edward White , III**
jwhite@saxenawhite.com

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Mailing Information for a Case 3:12-cv-06423-CRB

Electronic Mail Notice List

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- **Brian Danitz**
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- **Katherine Leigh Henderson**
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- **Jeffrey Michael Kaban**
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- **Bryan Jacob Ketrosier**
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- **Stephen Cassidy Neal**
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- **Shane Palmesano Sanders**
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- **Steven Mark Schatz**
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- **Danielle A Stoumbos**
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- **Jeffrey Michael Walker**
jwalker@cooley.com

Manual Notice List

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- (No manual recipients)

Mailing Information for a Case 3:12-cv-06434-CRB

Electronic Mail Notice List

The following are those who are currently on the list to receive e-mail notices for this case.

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Manual Notice List

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